1413088

FORM D

SEP 1 9 2007

NO

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UNIFOR

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated averag	e burden						
hours per respons	se 16.00						

SEC US	SE ONLY
Prefix	Serial
· I	1
DATE R	ECEIVED
- 1	1

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Palm Terrace Office Company LLC	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	O C ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	07078342
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	0/0/0542
Palm Terrace Office Company LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
200 East Randolph, Chicago, IL 60601	(312)782-5800
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	PROCESS
own and invest in real estate and real estate related assets.	SEDO
D Limited and the format	please specify): THOMASS.
Statutory	LLC FINANCIN
Actual or Estimated Date of Incorporation or Organization: 08 06 VA Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	mated ::

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Grant, Bruce D. Business or Residence Address (Number and Street, City, State, Zip Code) 200 East Randolph, Chicago, IL 60601 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☑ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Brannon, Rita F. Business or Residence Address (Number and Street, City, State, Zip Code) 200 East Randolph, Chicago, IL 60601 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: General and/or Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					B. 1	NFORMAT	ION ABOU	T OFFERI	NG				
	Has the	issuer sol	d or does t	he issuer i	ntend to se	ll, to non-a	ccredited i	nvestors in	this offer	ino ^g		Yes	No 🔀
•	Trus the	issuer son	a, or a oes t			ı Appendix.				-		Ľ	<u>(A)</u>
2.	What is	the minin	ıum investn			pted from a		-				s_1,0	00.00
										Yes	No		
3.										R			
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	l Name (. & L Equit		first, if ind	ividual)									
_			Address (N	Sumber and	i Street, C	ity, State, Z	ip Code)						
100	Colony	Square, S	uite 2120,	1175 Peac		N.E., Atlant	-	361					
Nan	ne of Ass	sociated Ba	roker or De	aler									
Stat	tes in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit l	Purchasers						
	(Check	"All State:	s" or check	individual	States)							□ A1	I States
	AL	[AK]	[AZ]	AR	CA	[CO]	[CT]	(DE)	[DC]	EL	GA	HI	רמו
	IL MT RI	IN NE SC	IA NV SD	KS NH TM	KY NJ TX	LA NM UT	ME NY VT	MD NC VA	MA ND WA	MI OH WV	MN OK WI	MS OR WY	MO RA PR
Full	l Name (Last name	first, if ind	ividual)							<u>.</u>		
Bus	siness or	Residence	Address (I	Number an	d Street, C	City, State, Z	Zip Code)						
Nar	ne of Ass	sociated B	roker or De	aler								·	<u> </u>
Stat	tes in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit I	Purchasers						
	(Check	"All State:	s" or check	individual	States)							☐ All	l States
	AL IL MT	AK IN NE	IA NV	AR KS NH	CA KY NJ	CO LA NM	CT ME NY	DE MD NC	DC MA ND	FL MI OH	GA MN OK	MS OR	ID MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (Last name	first, if ind	ividual)									
Bus	siness or	Residence	: Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Nar	ne of Ass	sociated B	roker or De	aler									

Stat						to Solicit l							
	(Check	"All State:	s" or check	individual	States)		***********				********************		I States
	AL IL MT RI	AK IN NE SC	IL IN IA KS KY LA ME MD MA MI MN (MT NE NV NH NJ NM NY NC ND OH OK (HI MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Ι.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	÷	Amount Already Sold
	Debt	\$	_	\$
	Equity	s		
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	\$		s
	Other (Specify membership interests)	125,000.00		\$ 125,000.00
	Total			\$ 125,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate Dollar Amount
		Investors		of Purchases
	Accredited Investors	125		\$_125,000.00
	Non-accredited Investors	0		\$ 0.00
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	There as Official	Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505		_	\$
	Regulation A		-	\$
	Rule 504		-	\$
	Total		-	\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees	***********		\$
	Printing and Engraving Costs	*		\$
	Legal Fees	*********	Z	\$_1,500.00
	Accounting Fees			\$
	Engineering Fees	***********		\$
	Sales Commissions (specify finders' fees separately)	······	\Box	\$ 6,250.00
	Other Expenses (identify) Consulting Fees, out of pocket expenses		_ 	\$ 20,250.00
	Total	'		s 28.000.00

	C. OFFERING PRICE, NUMBE	ER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	b. Enter the difference between the aggregate offerin and total expenses furnished in response to Part C — Q proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross	;	97,000.00
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part Countries.	purpose is not known, furnish an estimate and he payments listed must equal the adjusted gross		
			Payments to Officers. Directors. & Affiliates	Payments to Others
	Salaries and fees			
	Purchase of real estate		□ \$	<u></u> \$
	Purchase, rental or leasing and installation of mach and equipment	inery	□ \$	s
	Construction or leasing of plant buildings and facili	ities	\$	<u></u> \$
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	s or securities of another	□ \$	
	Repayment of indebtedness			
	Working capital		_	_
	Other (specify):		_	_
	Column Totals		<u>\$_</u> 97,000.00	□ \$_0.00
	Total Payments Listed (column totals added)		s_ <u>_97</u>	7,000.00
		D. FEDERAL SIGNATURE	• "	
sig	e issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furnitinformation furnished by the issuer to any non-accre	ish to the U.S. Securities and Exchange Commis	ssion, upon writte	
İss	uer (Print or Type)	Signature	Date	
Pa	Im Terrace Office Company I LLC	Rit F. Branna	9/17/07	,
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	· · · · · · · · · · · · · · · · · · ·	
Ĩ	RITAF BRANDON	Trasurer Secretar	~/	

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Palm Terrace Office Company I LLC	Fit F France	9/17/27
Name (Print or Type)	Title (Print or Type)	, , , , , ,
RITAF BRANNON	Trasurer/Secretar	r~/

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX											
1	Intend to non-a investor	2 I to sell ccredited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)						
State	Yes	No		Number of Accredited Investors	ccredited Non-Accredited				No		
AL											
AK											
AZ											
AR											
CA											
со											
СТ											
DE						· · · ·					
DC											
FL		×	\$1000 per interest	9	\$9,000.00				×		
GA		×	\$1000 per interest	96	\$96,000.00				×		
HI		l									
ID											
IL											
IN											
IA											
KS											
KY											
LA											
ME											
MD		×	\$1000 per interest	2	\$2,000.00				×		
MA											
MI											
MN											
MS											

2 3 4 5 1 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach Type of investor and to non-accredited offering price explanation of offered in state amount purchased in State waiver granted) investors in State (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes Amount Amount No MO MT NE NV NH NJ NM NY NC ND ОН OK OR \$1000 per interest PA × 5 \$5,000.00 X RI SC SDTN \$1000 per interest 2 X \$2,000.00 × TX\$1000 per interest 5 X \$5,000.00 × UT VT VA \$1000 per interest 6 X X \$6,000.00 WA WVWI

APPENDIX

,	APPENDIX										
1		2	3		4						
	to non-a	i to sell accredited is in State i-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			amount purchased in State				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY											
PR											